

ELECTRONICALLY FILED
January 25, 2007

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7 Counsel for the Official Committee Of
8 Equity Security Holders Of USA Capital First Trust Deed Fund, LLC

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10 **UNITED STATES BANKRUPTCY COURT**
11 **DISTRICT OF NEVADA**

12 In re: USA COMMERCIAL MORTGAGE COMPANY, Debtor.) BK-S-06-10725-LBR Chapter 11
13 In re: USA CAPITAL REALTY ADVISORS, LLC, Debtor.) BK-S-06-10726-LBR Chapter 11
14 In re: USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC, Debtor.) BK-S-06-10727-LBR Chapter 11
15 In re: USA CAPITAL FIRST TRUST DEED FUND, LLC, Debtor.) BK-S-06-10728-LBR Chapter 11
16 In re: USA SECURITIES, LLC, Debtor.) BK-S-06-10729-LBR Chapter 11
17 Affects 18 <input type="checkbox"/> All Debtors <input checked="" type="checkbox"/> USA Commercial Mortgage Co. <input type="checkbox"/> USA Securities, LLC <input type="checkbox"/> USA Capital Realty Advisors, LLC <input type="checkbox"/> USA Capital Diversified Trust Deed <input checked="" type="checkbox"/> USA First Trust Deed Fund, LLC) 19 Hearing 20 Date: March 1, 2007 21 Time: 9:30 a.m. 22 Place: Courtroom #1 23 24

25 **NOTICE OF MOTION FOR ORDER PURSUANT TO BANKRUPTCY CODE SECTIONS**
26 **1141 AND 1142 DIRECTING ALLOCATION OF OVERBID PROCEEDS BETWEEN USA**
27 **CAPITAL DIVERSIFIED TRUST DEED AND USA COMMERCIAL MORTGAGE**
28 **COMPANY PURSUANT TO THE TERMS OF THE PLAN (AFFECTS DEBTORS USA**
COMMERCIAL MORTGAGE COMPANY AND USA CAPITAL FIRST TRUST DEED
FUND, LLC)

1 **TO: USA CAPITAL FIRST TRUST DEED FUND, LLC**
2 **OFFICIAL UNSECURED CREDITORS' COMMITTEE FOR USA COMMERCIAL**
3 **MORTGAGE COMPANY**
4 **USA COMMERCIAL MORTGAGE COMPANY**
5 **U.S. TRUSTEE**

6 PLEASE TAKE NOTICE that on January 25, 2007, the "Motion for Order Pursuant
7 to Bankruptcy Code Sections 1141 and 1142 Directing Allocation of Overbid Proceeds Between
8 USA Capital Diversified Trust Deed and USA Commercial Mortgage Company Pursuant to the
9 Terms of the Plan" (the "Motion") was filed by the Official Committee of Equity Security Holders
10 of USA Capital First Trust Deed Fund, LLC (the "FTDF Committee"). Pursuant to the Motion, the
11 FTDF Committee requests that the Court enter an order directing USA Capital first Trust Deed
12 Fund, LLC ("USACM") to comply with the terms of the "Debtors' Third Amended Joint Chapter
13 11 Plan of Reorganization (As Modified)," with regard to the allocation of proceeds of the sale of
14 certain assets of USACM and USA First Trust Deed Fund, LLC, to Compass Partners LLC.

15 PLEASE TAKE FURTHER NOTICE that the hearing on the Motion will be
16 held before the Honorable Linda B. Riegle, United States Bankruptcy Judge, in the Foley Federal
17 Building, 300 Las Vegas Boulevard South, Courtroom 1, Las Vegas, Nevada, on March 1, 2007,
18 at the hour of 9:30 a.m.

19 PLEASE TAKE FURTHER NOTICE that any response to the Objection must
20 be served on the undersigned counsel and filed by February 13, 2007 pursuant to Local Rule
21 9014(d)(1), which provides that oppositions to a motion must be filed and service must be
22 completed on the movant no later than 15 days after the motion is served.

23 If you object to the relief requested, you *must* file a **WRITTEN** response to this
24 pleading with the court. You *must* also serve your written response on the person who sent you
25 this notice.

26 If you do not file a written response with the court, or if you do not serve your
27 written response on the person who sent you this notice, then:

28 ! The court may *refuse to allow you to speak* at the scheduled hearing; and

1 ! The court may *rule against you* without formally calling the matter at the
2 hearing.

3
4 DATED: January 25, 2007

/s/ Andrew M. Parlen

5 Andrew M. Parlen, Esq.
6 Stutman, Treister & Glatt
7 Professional Corporation
8 Counsel to the Official Committee of Equity
9 Security Holders of USA Capital First Trust
10 Deed Fund, LLC

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